IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al., 1) Case No. 01-01139 (JKF)) (Jointly Administered)
Debtors.) Objection Deadline: October 18, 2011

FEE AND EXPENSE DETAIL FOR BAER HIGGINS FRUCHTMAN LLC FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM PERIOD FROM AUGUST 1, 2011, THROUGH AUGUST 31, 2011

COMPENSATION BY MATTER SUMMARY

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
3	Business Operations	104.70	\$54,157.50
4	Case Administration	1.80	\$1,125.00
6	Claim Analysis Objection & Resolution (Non-asbestos)	38.30	\$19,647.50
11	Fee Applications, Applicant	11.30	\$5,832.50
14	Hearings	1.60	\$790.00
15	Litigation and Litigation Consulting	15.50	\$9,432.50

The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
16	Plan and Disclosure Statement	7.10	\$4,362.50
Totals for	Matters	180.30	\$95,347.50

EXPENSE SUMMARY

Service Description	Amount
Long Distance/Conference Telephone Charges/Internet	\$362.38
Online research	\$450.24
Total:	\$ 812.62

EXHIBIT A

August 2011 Fee Detail

Matter 3

Business Operations

Attorney	Date	Description	Time	Rate	Amount
RJH	8/9/2010	Review and provide comments to Project Plate APA (2.90).	2.90	\$475	\$1,377.50
JSB	8/1/2011	Review correspondence re Larch transaction and additional new transaction (.30).	.30	\$625	\$187.50
JSB	8/5/2011	Confer with J. McFarland re structure of potential new transaction and assignment issues re same (.30).	.30	\$625	\$187.50
JSB	8/9/2011	Prepare correspondence re destruction of Larch Confidential materials and review information re same (.40).	.40	\$625	\$250.00
RJH	8/10/2011	Legal research re various issues re Project Plate (1.20); provide comments to Project Plate APA (2.50).	3.70	\$475	\$1,757.50
JSB	8/15/2011	Review various correspondence re potential new transaction and confer re same (.40); review correspondence re Larch documents, prepare follow up and confer re same (.40); review correspondence re Larch publicity issues and follow up re same (.20).	1.00	\$625	\$625.00
RJH	8/15/2011	Correspond with J. McFarland re Project Plate (.40); review, analyze and comment on new form of Project Plate APA (3.50); telephone conference with J. McFarland re project Plate matters (.40); draft motion re same (1.50); legal research re same (.80).	6.60	\$475	\$3,135.00
RJH	8/16/2011	Attend to matters re Project Larch (.60).	.60	\$475	\$285.00
JSB	8/17/2011	Review correspondence and follow up re Larch document issues (.50); prepare further correspondence re same (.30); review correspondence re parameter of Larch document issues (.30); review Larch file re Evaluation Materials to destroy (.50).	1.60	\$625	\$1,000.00
RJH	8/17/2011	Review and analyze confidentiality issues re Project Larch (.50).	.50	\$475	\$237.50
JSB	8/18/2011	Confer with R. Higgins re Larch document issues (.30); prepare correspondence re same (.30); review Larch files re documents to be destroyed and review electronic files re same (3.50); confer further re same (.40); follow up with PD Committee re Larch document purge (.30).	4.80	\$625	\$3,000.00
RJH	8/18/2011	Review and destroy Project Larch "Evaluation Material" pursuant to confidentiality arrangements (3.50); meet with J. Baer re same (.50); review and comment on Project Plate SPA (.50).	4.50	\$475	\$2,137.50
JSB	8/19/2011	Review correspondence re Larch document destruction, follow up re same and confer with R. Higgins re same (.60).	.60	\$625	\$375.00
RJH	8/19/2011	Draft motion re destruction of sealed motion on file with court (2.50); review and destroy Project Larch "Evaluation Materials" (3.50); draft correspondence to J. Rohen re same (.40).	6.40	\$475	\$3,040.00

Attorney	Date	Description	Time	Rate	Amount
JSB	8/22/2011	Review Motion re Larch documents under seal (.30); confer with R. Higgins re same (.20); review follow up re same (.20).	.70	\$625	\$437.50
RJH	8/22/2011	Review and revise destruction motion (2.70); prepare same for filing (1.10); confer with J. Baer re same (.30); correspond with various parties re destruction of Project Larch "Evaluation Material" (.40).	4.50	\$475	\$2,137.50
JSB	8/24/2011	Confer with R. Finke re payment issues and related matters (.30); confer with Grace management and financial advisors re potential new transaction ideas (1.20); confer with R. Higgins re potential transaction issues (.40); review correspondence re Verify and respond re same (.40); confer with R. Higgins further re new transaction (.30).	2.60	\$625	\$1,625.00
RJH	8/24/2011	Telephone conferences with J. O'Connell and others re proposed transaction (.50); confer with J. Baer re same (.30); prepare for and participate in telephone conference with company and professionals re same (1.30); analyze issues re same (.50); exchange correspondence with various parties re same (.50).	3.10	\$475	\$1,472.50
JSB	8/25/2011	Review draft summary and comments re new transaction and provide comments re same (.40); confer with R. Higgins re same (.30); review revised position paper and correspondence re same (.30); confer re potential motion re new transaction (.30); review draft Blackstone presentation for new transaction (.30); confer with Blackstone and Grace re same (1.20): confer with R. Higgins re issues from Grace re new transaction and related issues (.30); participate in call with Grace management re potential new transaction and related issues (1.00); further confer with R. Higgins re same (.30).	4.40	\$625	\$2,750.00
RJH	8/25/2011	Review, comment on and revise draft position paper re potential transaction (.90); telephone conferences with E. Filon (1.50); confer with J. Baer several times (.90); exchange correspondence with various parties re same (.60); telephone conference with company and advisors re same (1.20); follow-on telephone conference with company and advisors re same (1.30); analyze and comment on various client documents re same (1.10); telephone conference with D. Myers re same (.50); telephone conferences with J. O'Connell and A. Schlesinger re same (.80).	8.80	\$475	\$4,180.00
JSB	8/26/2011	Review revised presentation re potential new transaction (.30); participate in call with financial advisors and counsel for Committees re same (.70); further confer with Grace Management re same (.40): confer with R. Higgins further re same (.30); review correspondence re Project Plate issues (.30): review memo related to new transaction issues (.30).	2.30	\$625	\$1,437.50

Attorney	Date	Description	_Time_	Rate	Amount
RJH	8/26/2011	Prepare for call with committees and FCR counsel and financial advisors re proposed transaction (.50); participate in same (.70); confer with J. Baer re potential transaction (.50); legal research re same (2.10); draft O'Connell Declaration re same (2.50); draft motion re same (.50).	6.80	\$475	\$3,230.00
RJH	8/27/2011	Legal research re proposed transaction (1.50); analyze Project Plate APA (1.00).	2.50	\$475	\$1,187.50
JSB	8/29/2011	Review comments on Project Plate Agreement and confer with R. Higgins re same (.40); review revised Plate Agreement (.70); confer with R. Higgins re new transaction issues and draft affidavit (.40); review further revised Plate Agreement and confer with R. Higgins re same (.50); confer with A. Paul and R. Higgins re new transaction issues (.50); further confer re Plate Agreement and new transaction issues (.30).	2.80	\$625	\$1,750.00
RJH	8/29/2011	Review and analyze Project Plate APA (.50); review and respond to correspondence re same (.20); confer with J. Baer re same (.40); analyze legal issues re proposed business transaction (.40); draft O'Connell declaration re same (3.00); draft memorandum re same (1.50); exchange correspondence re same (.20); telephone conference with J. O'Connell re same (.80); confer with J. Baer re same (.50).	7.50	\$475	\$3,562.50
JSB	8/30/2011	Review draft O'Connell declaration re new transaction (.30); confer re same (.20); participate in call with Grace and Blackstone re new transaction (1.00); review further revised O'Connell affidavit (.30); further confer re new transaction issues (.30); review comments re Project Plate and respond re same (.40).	2.50	\$625	\$1,562.50
·RJH	8/30/2011	Prepare for telephone conference with client re proposed business transaction (.50); participate in same (1.10); legal research re same (1.50); draft motion re same (1.50); revise O'Connell Declaration re same (3.50); confer with J. Baer re same (.50); telephone conferences with J. O'Connell and others re same (.90).	9.50	\$475	\$4,512.50
JSB	8/31/2011	Confer re comments to Plate documents (.40); confer re comments to O'Connell affidavit (.30); review financial information re new transaction issues (.30); participate in call with Blackstone and Grace re same (.90); confer with J. Donley (twice) re new transaction issues (.40); confer with J. O'Connell and R. Higgins several times re same (.50); confer with R. Frankel re same (.30); prepare correspondence re same (.30); prepare revisions to Plate Agreement and correspondence re same (1.00); review correspondence re new transaction financial information, respond and confer re same with various parties (.50); review information demand from A. Krieger and client comments re same (.30).	5.20	\$625	\$3,250.00

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Attorney	Date	Description	Time	Rate	Amount	
RJH	8/31/2011	Draft and revise O'Connell Declaration (1.30); draft and revise motion re business transaction (3.50); legal research re same (1.50); confer with J. Baer re same (.50); confer with J. Baer re Project Plate (.50).	7.30	\$475	\$3,467.50	
Total			104.70		\$54,157.50	

Matter 4

Case Administration

Attorney	Date	Description	<u>Time</u>	Rate	Amount
JSB	8/2/2011	Review newly filed materials and outstanding projects and organize same for follow up (.60).	.60	\$625	\$375.00
JSB	8/3/2011	Review, organize and attend to outstanding issue re confirmation appeal, effective date and other related matters (.80).	.80	\$625	\$500.00
JSB	8/22/2011	Review recently filed pleadings and attend to same (.40).	.40	\$625	\$250.00
Total			1.80		\$1,125.00

Matter 6

Claim Analysis Objection & Resolution (Non-asbestos)

Attorney	Date	Description	_Time_	Rate	Amount
JSB	8/1/2011	Confer with R. Finke re Allowed Claims listing issues (.30); review correspondence re same (.30); confer with R. Higgins re same (.20).	.80	\$625	\$500.00
RJH	8/2/2011	Analyze and resolve various open claims issues (1.20).	1.20	\$475	\$570.00
JSB	8/3/2011	Review and respond to correspondence re Allowed Claims review/analysis (.40); review revised Neutocrete Settlement Agreement draft (.30); provide comments re same (.20).	.90	\$625	\$562.50
RJH	8/16/2011	Respond to creditor inquiry and legal research re same (.60).	.60	\$475	\$285.00
JSB	8/17/2011	Review Blackstone/BMC claims listings in preparation for coordination call re same (.40); confer with Blackstone, Grace and BMC re same (.60).	1.00	\$625	\$625.00
JSB	8/19/2011	Confer with R. Higgins re Bekaert/Gamma claim issues (.40).	.40	\$625	\$250.00
RJH	8/19/2011	Telephone conference with C. Finke re Gamma Holdings claim issues (.80); confer with J. Baer re same (.20); review and analyze materials re same (1.50).	2.50	\$475	\$1,187.50
JSB	8/22/2011	Confer with R. Higgins re Bekaert matter (several conferences) (.50); review client correspondence re same (.50); confer with R. Finke re Effective Date claims payment issue and prepare correspondence re same (.40).	1.40	\$625	\$875.00
RJH	8/22/2011	Legal analysis re various open claims (.30); legal research and analyze issues re Gamma Holdings claim issues (3.20).	3.50	\$475	\$1,662.50
JSB	8/23/2011	Confer with R. Higgins re Bekaert /Gamma matter and other open claims issues (.50).	.50	\$625	\$312.50
RJH	8/23/2011	Analyze client documents re Gamma Holdings claim and Gamma 6/11 letter and legal research re same (3.00); draft e-mail memorandum re same (2.50); draft potential response letter re same (1.50); exchange correspondence with various parties re same (.50).	7.50	\$475	\$3,562.50
RJH	8/24/2011	Legal research re Gamma claim issues (2.50); prepare for and participate in telephone conference with R. Finke and C. Finke re same (1.30).	3.80	\$475	\$1,805.00
RJH	8/25/2011	Review and analyze client documents re Gamma claim matter (1.00).	1.00	\$475	\$475.00
JSB	8/26/2011	Review Blackstone "bridge" analysis (.30); confer with R. Higgins re same (.40); confer with Blackstone and Grace re same (1.20); prepare correspondence and review BMC responses re bridge claim issues (.30); review claims materials re same (.40).	2.60	\$625	\$1,625.00

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Attorney	Date	Description	Time	Rate	Amount
RJH	8/26/2011	Analyze draft claims analysis (.50); confer with J. Baer re same (.30); prepare for and participate in telephone conference with A. Schlesinger, J. O'Connell, J. Baer and others re same (1.10).	1.90	\$475	\$902.50
RJH	8/29/2011	Analyze issues pertaining to eligible allowed claims matter (.50); exchange correspondence with M. Araki and others re same (.30); analyze issues and correspondence re Gamma Holdings claim (.20).	1.00	\$475	\$475.00
RJH	8/30/2011	Engage in claims analysis re allowed and allowable claims (1.10); exchange correspondence with M. Araki and others re same (.40).	1.50	\$475	\$712.50
JSB	8/31/2011	Review draft memo on Gamma/Bekaert claim (.30); review claims information from Blackstone and BMC, review historical information re same and confer with R. Higgins re same (1.10); review specific claims files and notes re follow up on financial claims (.70).	2.10	\$625	\$1,312.50
RJH	8/31/2011	Legal research re Gamma claim (.50); draft and revise response to Gamma 6-11 letter (1.20); prepare for telephone conference with C. Finke and R. Finke re same (.20); participate in same (.50); analyze claims bridge materials (.50); prepare for telephone conference with Blackstone and Company re same (.30); participate in same (.90).	4.10	\$475	\$1,947.50
Total			38.30		\$19,647.50

Matter 11

Fee Applications, Applicant

Attorney	Date	Description	Time	Rate	Amount
RJH	8/1/2011	Prepare July fee application (.80); prepare second quarterly fee application (2.50).	3.30	\$475	\$1,567.50
JSB	8/2/2011	Review Quarterly Fee Application and prepare transmittal for filing same (.40).	.40	\$625	\$250.00
RJH	8/2/2011	Prepare quarterly fee application for filing (.70).	.70	\$475	\$332.50
JSB	8/17/2011	Review records and follow up on Neutocrete invoice for expert payment issues (.30).	.30	\$625	\$187.50
JSB	8/19/2011	Review draft July monthly fee application (.80).	.80	\$625	\$500.00
JSB	8/22/2011	Prepare July expense application (1.20).	1.20	\$625	\$750.00
RJH	8/23/2011	Prepare July fee application (.50).	.50	\$475	\$237.50
RJH	8/24/2011	Prepare July fee application (2.50).	2.50	\$475	\$1,187.50
JSB	8/25/2011	Review revised draft July fee and expense application (.40).	.40	\$625	\$250.00
RJH	8/25/2011	Prepare and revise July fee application (.70).	.70	\$475	\$332.50
RJH	8/29/2011	Prepare July fee application for filing (.50).	.50	\$475	\$237.50
Total			11.30		\$5,832.50

Matter 14

Hearings

Attorney	Date	Description	Time	Rate	Amount
RJH	8/2/2011	Correspond with various parties re sealed order (.50).	.50	\$475	\$237.50
RJH	8/10/2011	Review draft August omnibus hearing agenda and correspond with various parties re same (.60).	.60	\$475	\$285.00
JSB	8/15/2011	Review draft September hearing agenda and prepare comments re same (.20).	.20	\$625	\$125.00
RJH	8/15/2011	Review and respond to correspondence re August omnibus hearing (.30).	.30	\$475	\$142.50
Total		-	1.60		\$ 790.00

Matter 15

Litigation and Litigation Consulting

Attorney	Date	Description	Time	Rate	Amount
JSB	8/3/2011	Review materials re Novak PRP settlement issues (.40); confer with R. Emmett re same (.20); contact Novak counsel re same (.20).	.80	\$625	\$500.00
JSB	8/4/2011	Review correspondence re Weedspot Environmental site (.30); review correspondence re Otis Pipeline settlement issues (.30).	.60	\$625	\$375.00
JSB	8/5/2011	Review materials on Otis Pipeline re insurer approval on revised NuStar language (.30); prepare correspondence re same (.30); review, respond and initiate further correspondence re Otis issues (.40);	1.00	\$625	\$625.00
JSB	8/9/2011	Review correspondence re Scott case inquiries (.30)	.30	\$625	\$187.50
JSB	8/15/2011	Review correspondence re Walpole Access Agreement, documentation and prepare follow up re same (.40); review correspondence re Otis Pipeline (.20); review and respond to correspondence re case/creditor inquiry (.20).	.80	\$625	\$500.00
RJH	8/15/2011	Exchange correspondence with various parties re open claims litigation settlement agreement and analyze and resolve issues re same (1.10).	1.10	\$475	\$522.50
RJH	8/16/2011	Attend to matters re Neutocrete matter and legal research re same (.60).	.60	\$475	\$285.00
JSB	8/18/2011	Review Samson's comments on Otis Agreement and prepare correspondence re same (.30).	.30	\$625	\$187.50
JSB	8/22/2011	Review Canadian status report, revise same and prepare transmittal re same (.80); review and respond to correspondence re Weedspot site (.30).	1.10	\$625	\$687.50
JSB	8/23/2011	Review correspondence re status of Otis settlement documents and outstanding issues (.90); review and revise Otis settlement motion and order (1.50).	2.40	\$625	\$1,500.00
JSB	8/24/2011	Review comments on Otis 9019 Motion (.20); review correspondence re Atlanta Environmental site (.40); confer with R. Placey re Novak PRP claim and potential settlement (.30); review documents re same (.30).	1.20	\$625	\$750.00
JSB	8/25/2011	Review documentation re Novak PRP site claim (.30); review various correspondence re open environmental claims (.30).	.60	\$625	\$375.00
JSB	8/29/2011	Prepare correspondence re status of Novak landfill negotiations and alternatives re how to proceed (.50).	.50	\$625	\$312.50
JSB	8/30/2011	Review Samson comments to most recent PPA on Otis and Grace comments re same (.30); review outstanding Otis documents and respond re comments on same (.30); review comments to 9019 Motion and Order and prepare and respond re comments on same (.50).	1.10	\$625	\$687.50

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Attorney	Date	Description	Time	Rate	Amount
JSB	8/31/2011	Review and respond to correspondence re Otis documents (.50); revise Otis 9019 Motion and Order (1.20); prepare correspondence re same (.30); confer with G. Lowry and prepare further comments re same (.30); further revise 9019 Motion and Order and circulate same (.50); prepare response on timing and strategy issues re Otis documents (.30).	3.10	\$625	\$1,937.50
Total			15.50		\$9,432.50

Matter 16

Plan and Disclosure Statement

Attorney	Date	Description	Time	Rate	_Amount_
JSB	8/1/2011	Revise Effective Date checklist (.50); prepare transmittal re same (.20); confer re same (.30).	1.00	\$625	\$625.00
RJH	8/1/2011	Review and analyze effective date checklist issues (.50).	.50	\$475	\$237.50
JSB	8/3/2011	Review materials re Trust issues and proposal on new Bankruptcy Rules as it affects 524(g) Trusts and Grace appeal (.50).	.50	\$625	\$312.50
JSB	8/4/2011	Review correspondence re TDP questions and other related plan issues (.40); respond to inquiries re same (.30).	.70	\$625	\$437.50
JSB	8/5/2011	Confer with A. Paul re Plan Effective Date issues and respond re same (.40); review PI TDP re status of minors' claims and related matters and respond to inquiry re same (1.20).	1.60	\$625	\$1,000.00
JSB	8/9/2011	Review correspondence re Effective Date/Confirmation issues (.30); confer with J. Gettleman re same (.40); review correspondence re Lender discussions (.20).	.90	\$625	\$562.50
JSB	8/15/2011	Review draft Press Release and provide comments re same (.30).	.30	\$625	\$187.50
JSB	8/18/2011	Confer with Canadian Counsel re status of case and Effective Date issues (.30).	.30	\$625	\$187.50
JSB	8/19/2011	Review recent correspondence re Lender status and discussions (.30).	.30	\$625	\$187.50
JSB	8/23/2011	Confer with J. Donley re status re Lenders, Libby and other related matters (.40).	.40	\$625	\$250.00
JSB	8/30/2011	Confer with J. Donley and Grace re status of Plan Effective Date issues (.60).	.60	\$625	\$375.00
Total			7.10		\$4,362.50

EXHIBIT B

August 2011 Expense Detail

EXPENSE SUMMARY

Service Description	Amount
Long Distance/Conference Telephone Charges/Internet	\$362.38
Online research	\$450.24
Total:	\$ 812.62

ITEMIZED EXPENSES

TRAVEL

Date	Amount	Service Description
		None
Total	\$ 0.00	

NON-TRAVEL

Date	Amount	Service Description
8/31/2011	\$450.24	Lexis/Nexis - August Grace charges
8/31/2011	\$362.38	ICI Telecon - Intercall Conference Call Charges for Grace for August
Total	\$ 812.62	

Total August 2011 Expenses: \$812.62